



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

Leverage1999 Inc.

Corporate name / Dénomination sociale

1470306-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Hantz Prosper

Director / Directeur

2023-01-23

Date of Incorporation (YYYY-MM-DD)
Date de constitution (AAAA-MM-JJ)



Form 1
Articles of Incorporation
*Canada Business Corporations
Act (s. 6)*

Formulaire 1
Statuts constitutifs
*Loi canadienne sur les sociétés
par actions (art. 6)*

1	Corporate name Dénomination sociale Leverage1999 Inc.
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social ON
3	The classes and any maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre See attached schedule / Voir l'annexe ci-jointe
4	Restrictions on share transfers Restrictions sur le transfert des actions See attached schedule / Voir l'annexe ci-jointe
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 1 Max. 10
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None
7	Other Provisions Autres dispositions See attached schedule / Voir l'annexe ci-jointe
8	Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form. Déclaration des fondateurs : J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Name(s) - Nom(s)

Original Signed by - Original signé par

Ken Green

Ken Green

Ken Green

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Description of Classes of Shares / Description des catégories d'action

1. An unlimited number of voting Class A Common shares;
2. An unlimited number of non-voting Class B Common shares;
3. An unlimited number of non-voting Class C Common shares; and
4. An unlimited number of non-voting Class D Common shares.

A. Voting Rights

- i. The holders of the Class A Common Shares shall be entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Corporation, except meetings at which only holders of any other specified class or classes of shares are entitled to vote. Each Class A Common share confers the right to one vote;
- ii. The holders of the Class B Common Shares, Class C Common shares and Class D Common shares shall not, as such, be entitled to receive notice of, shall not be entitled to attend and shall not be entitled to vote at any meeting of the shareholders of the Corporation, except as otherwise required by the provisions of the Canada Business Corporations Act (CBCA).

B. Dividends

The holders of any Class A Common shares, Class B Common Shares, Class C Common shares and Class D Common Shares of the Corporation shall be entitled to receive, in the discretion of the directors, dividends if, as and when declared by the directors of the Corporation on any one or more class of shares, which dividends may be declared on any one or more class of shares, to the exclusion of any other class or classes of shares in the capital of the Corporation.

C. Redemption

The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B Common Shares, Class C Common shares and Class D Common Shares upon payment of One Dollar (\$1.00) for each share to be redeemed, together with all dividends declared thereon and unpaid (the "Redemption Amount"). Not less than 10 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the Corporation shall pay or cause to be paid to the order of the registered holder of each share to be redeemed the Redemption Amount therefore on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such shares. For the purpose of this paragraph, the issuance of a promissory note by the Corporation for the aggregate Redemption Amount of the shares to be redeemed shall constitute payment therefore. From and after the redemption Date, the holder of each share to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The Corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the Redemption Amount of the shares to be redeemed or of such of the said shares represented by the certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemptions to a special account at any chartered bank or any trust company

to be paid without interest to or to the order of the holder of such shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made the shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving, without, interest, the Redemption Amount so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

D. Liquidation

In the event of any liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary) or any other distribution of its assets among its shareholders for the purpose of winding up its affairs the holders of the Class B Common Shares, Class C Common Shares and Class D Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to the Class A Common Shares and any other class of shares, be entitled to receive distribution of the remaining property of the Corporation as follows:

- i. The holders of the Class A Common Shares and the Class B Common Shares shall be entitled to receive, before any distribution of any part of the property or assets of the Corporation among holders of the Class C and Class D Common Shares an amount equal to \$0.01 for each Class A Common Share and Class B Common Share then issued and outstanding;
- ii. After payment of the amount payable under (i) above, the holders of the Class C and Class D Common Shares shall be entitled to receive an amount equal to \$0.01 for each Class C and Class D Common Share then issued and outstanding;
- iii. Subject to the priority payments payable under (i) and (ii) above, thereafter all the remaining property and assets of the Corporation shall be paid or distributed equally share for share to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares and Class D Common Shares then issued and outstanding.

Schedule / Annexe

Restrictions on Share Transfers / Restrictions sur le transfert des actions

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

1. the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; OR
2. the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

Schedule / Annexe
Other Provisions / Autres dispositions

RESTRICTIONS ON SECURITIES TRANSFER: The corporation's securities, other than non-convertible debt securities, shall not be transferred without either (a) the sanction of a majority of the directors of the corporation, or (b) the sanction of the majority of the shareholders of the corporation, or alternatively (c), if applicable, the restriction contained in security holders' agreements.

POWERS OF DIRECTORS: If authorized by by-law which is duly made by the directors and confirmed by ordinary resolution of the shareholders, the directors of the corporation may from time to time:

1. borrow money upon the credit of the corporation;
2. issue, reissue, sell or pledge debt obligations of the corporation; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

APPOINTMENT OF DIRECTORS: The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual general meeting of shareholders.